


RECORDATION NO. 21214A FILED

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MANAGEMENT
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Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-9241

~~SURFACE TRANSPORTATION BOARD~~

David A. Shelton
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February 13, 2012
EQ000003

VIA UPS

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20024

Dear Sir or Madam:

Enclosed please find for recordation pursuant to Section 11301 of Title 49 of the U.S. Code two (2) counterparts, properly executed and acknowledged, of each of Document #1, Document #2 and Document #3.

These documents are: (1) a Termination of Lease Agreement, a secondary document, dated as of February 2, 2012 ("Document #1"); (2) a Release of Lessor Security Agreement, a secondary document, dated as of February 2, 2012 ("Document #2"); and (3) a Release of Lien of Chattel Mortgage and Security Agreement, a secondary document, dated as of January 30, 2012 ("Document #3"). The primary documents to which these secondary documents are connected are recorded under Recordation Nos. 21212, 21213 and 21214, respectively.

The names and addresses of the parties to each of the secondary documents are as follows:

Document #1:

Lessor: ORIX Proxima Corporation
c/o ORIX Corporation
21F Mita NN Building
4-1-23 Shima
Minato-ku, Tokyo 108-0014
Japan

Lessee: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, Virginia 23510

Document #2:

Mortgagee: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, Virginia 23510

Document #3:

Mortgagee: The Norinchukin Bank, New York Branch
245 Park Avenue, 21st Floor
New York, NY 10167-0104

The equipment covered by the documents is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Road Numbers (inclusive)</u>
27	General Electric Dash 9-40CW Locomotives	C-C	9129-9155

Chief, Section of Administration
Office of Proceedings
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A check in the amount of \$123.00 is enclosed to cover the recordation fee of \$41.00 for each of the documents pursuant to 49 CFR § 1002.2(f)(83). Please return any counterparts not needed by the Board for recordation to me at the above address.

Short summaries of each of the documents to appear in the index follow:

Document #1:

Termination of Lease Agreement dated as of February 2, 2012, to terminate the Lease Agreement with Recordation No. 21212 dated as of February 2, 1998, covering 27 General Electric Dash 9-40CW diesel-electric locomotives numbered 9129-9155, inclusive.

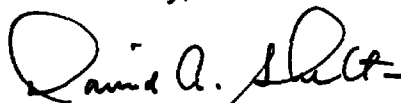
Document #2:

Release of Lessor Security Agreement dated as of February 2, 2012, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 21213 dated as of February 2, 1998, covering 27 General Electric Dash 9-40CW diesel-electric locomotives numbered 9129-9155, inclusive.

Document #3:

Release of Lien of Chattel Mortgage and Security Agreement dated as of January 30, 2012, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 21214 dated as of February 2, 1998, covering 27 General Electric Dash 9-40CW diesel-electric locomotives numbered 9129-9155, inclusive.

Sincerely,

A handwritten signature in black ink, appearing to read "David A. Shelton". The signature is stylized with a large, looping initial "D" and a trailing flourish.

David A. Shelton

Enclosures

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RELEASE OF LIEN OF CHATTEL MORTGAGE AND SECURITY AGREEMENT

~~SURFACE TRANSPORTATION BOARD~~

KNOW ALL MEN BY THESE PRESENTS, that The Norinchukin Bank, New York Branch (the "**Bank**"), under that certain Chattel Mortgage and Security Agreement dated as of February 2, 1998 (as supplemented by that certain Chattel Mortgage Supplement No. 1 dated as of February 27, 1998 among the parties, and as may have been further supplemented, amended or otherwise modified from time to time, the "**Agreement**"), by ORIX Proxima Corporation, as Borrower, in favor of the Bank, as Security Agent, hereby certifies that the Lien (as defined in the Agreement) has been terminated as contemplated by Section 11.1 of the Agreement.

WHEREFORE, the Bank, pursuant to Section 11.1 of the Agreement, hereby declares the Lien to be satisfied and released and consents that the same be discharged of record.

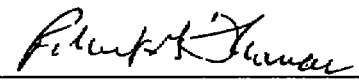
IN WITNESS WHEREOF, the Bank has caused its name to be signed hereto by one of its authorised signatories this 30th day of January, 2012.

THE NORINCHUKIN BANK,
NEW YORK BRANCH

By: 
Name: **KAZUTO NAKAMURA**
Title: **General Manager**

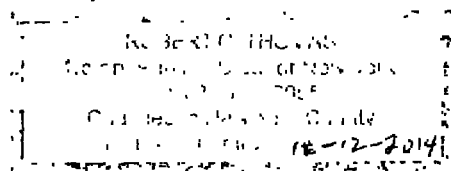
STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this 30th day of January, 2012, before me, a Notary Public, personally appeared Kazuto Nakamura, to me personally known, who, being by me duly sworn, says he is an Authorized Signatory of The Norinchukin Bank, New York Branch, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires:

The seal is a circular notary stamp for Robert C. Thomas, Notary Public, State of New York. It includes the text "NOTARY PUBLIC STATE OF NEW YORK" and "ROBERT C. THOMAS". The commission expiration date is stamped as 12-12-2014.